

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: CHARTER COMMUNICATIONS, INC., <i>et al.</i> , Debtors.	Chapter 11 Case No. 09-11435 (JMP) Jointly Administered
JPMORGAN CHASE BANK, N.A., as Administrative Agent, Plaintiff, -against- CHARTER COMMUNICATIONS OPERATING, LLC and CCO HOLDINGS, LLC, Defendants.	Adversary Proceeding Case No. 09-01132 (JMP)

**ORDER DENYING MOTIONS FOR (I) STAY PENDING APPEAL OF
CONFIRMATION ORDER AND (II) CERTIFICATION OF THE APPEAL TO
THE UNITED STATES COURT OF APPEALS FOR THE SECOND CIRCUIT**

Upon the motions of JPMorgan Chase Bank, N.A. As Administrative Agent (“JPMorgan”), Law Debenture Trust Company of New York, as Indenture Trustee for the 6.50% Convertible Senior Notes due 2027 issued by Charter Communications, Inc. (“LDT”), and R² Investments, LDC (“R²” and, together with JPMorgan and LDT, the “Movants”) for stays pending appeal (the “Appeal”) of the order confirming the chapter 11 plan of reorganization of the above-captioned debtors and debtors in possession (collectively, the “Debtors”),¹ [Docket

¹ The Debtors in these cases include: Ausable Cable TV, Inc.; Hometown TV, Inc.; Plattsburgh Cablevision, Inc.; Charter Communications Entertainment I, LLC; Falcon First Cable of New York, Inc.; Charter Communications, Inc.; Charter Communications Holding Company, LLC; CCHC, LLC; Charter Communications Holdings, LLC; CCH I Holdings, LLC; CCH I, LLC; CCH II, LLC; CCO Holdings, LLC; Charter Communications Operating, LLC; American Cable Entertainment Company, LLC; Athens Cablevision, Inc.; Cable Equities Colorado, LLC; Cable Equities of Colorado Management Corp.; CC 10, LLC; CC Fiberlink, LLC; CC Michigan, LLC; CC Systems, LLC; CC V Holdings, LLC; CC VI Fiberlink, LLC; CC VI Operating, LLC; CC VII Fiberlink, LLC; CC VIII Fiberlink, LLC; CC VIII Holdings, LLC; CC VIII Leasing of Wisconsin, LLC; CC VIII Operating, LLC; CC VIII, LLC; CCH I Capital Corp.; CCH I Holdings Capital Corp.; CCH II Capital Corp.; CCO Fiberlink, LLC; CCO Holdings Capital Corp.; CCO NR Holdings, LLC; CCO Purchasing, LLC; Charter Advertising of Saint Louis, LLC; Charter Cable Leasing of Wisconsin, LLC; Charter Cable Operating Company, L.L.C.; Charter Cable Partners, L.L.C.; Charter Communications Entertainment, LLC; Charter Communications Entertainment I, DST; Charter Communications Entertainment
(Continued...)

Nos. 927, 929, and 930], as joined by Wilmington Trust, as Indenture Trustee for the Second Lien Notes (“Wilmington Trust”) and Wells Fargo Bank, N.A., Solely in its Capacities as Successor Administrative Agent and Collateral Agent, and the Ad Hoc Consortium of Third Lien Lenders, (collectively, the “Third Lien Lenders” and, together with Wilmington Trust, the “Joining Parties”) [Docket Nos. 940 and 942] (collectively, the “Stay Motions”); and upon the motions of the JPMorgan and LDT for certification of the Appeal to the United States Court of Appeals for the Second Circuit [Docket Nos. 930 and 941], as joined by the R² and the Joining Parties [Docket Nos. 940, 942, and 944] (collectively, the “Certification Motions” and, together with the Stay Motions, the “Appeal Motions”); and upon the objections to the Appeal Motions (the “Objections”) filed by and/or joined in by the Debtors, the Official Committee of Unsecured

II, LLC; Charter Communications Holdings Capital Corporation; Charter Communications Operating Capital Corp.; Charter Communications Properties LLC; Charter Communications V, LLC; Charter Communications Ventures, LLC; Charter Communications VI, LLC; Charter Communications VII, LLC; Charter Communications, LLC; Charter Distribution, LLC; Charter Fiberlink – Alabama, LLC; Charter Fiberlink AR-CCVII, LLC; Charter Fiberlink AZ-CCVII, LLC; Charter Fiberlink CA-CCO, LLC; Charter Fiberlink CA-CCVII, LLC; Charter Fiberlink CC VIII, LLC; Charter Fiberlink CCO, LLC; Charter Fiberlink CT-CCO, LLC; Charter Fiberlink – Georgia, LLC; Charter Fiberlink ID-CCVII, LLC; Charter Fiberlink – Illinois, LLC; Charter Fiberlink IN-CCO, LLC; Charter Fiberlink KS-CCO, LLC; Charter Fiberlink LA-CCO, LLC; Charter Fiberlink MA-CCO, LLC; Charter Fiberlink – Michigan, LLC; Charter Fiberlink – Missouri, LLC; Charter Fiberlink MS-CCVI, LLC; Charter Fiberlink NC-CCO, LLC; Charter Fiberlink NC-CCVII, LLC; Charter Fiberlink – Nebraska, LLC; Charter Fiberlink NH-CCO, LLC; Charter Fiberlink NM-CCO, LLC; Charter Fiberlink NV-CCVII, LLC; Charter Fiberlink NY-CCO, LLC; Charter Fiberlink NY-CCVII, LLC; Charter Fiberlink OH-CCO, LLC; Charter Fiberlink OK-CCVII, LLC; Charter Fiberlink OR-CCVII, LLC; Charter Fiberlink SC-CCO, LLC; Charter Fiberlink SC-CCVII, LLC; Charter Fiberlink – Tennessee, LLC; Charter Fiberlink TX-CCO, LLC; Charter Fiberlink UT-CCVII, LLC; Charter Fiberlink VA-CCO, LLC; Charter Fiberlink VT-CCO, LLC; Charter Fiberlink WA-CCVII, LLC; Charter Fiberlink – Wisconsin, LLC; Charter Fiberlink WV-CCO, LLC; Charter Fiberlink, LLC; Charter Gateway, LLC; Charter Helicon, LLC; Charter Investment, Inc.; Charter RMG, LLC; Charter Stores FCN, LLC; Charter Video Electronics, Inc.; Dalton Cablevision, Inc.; Enstar Communications Corporation; Falcon Cable Communications, LLC; Falcon Cable Media, a California Limited Partnership; Falcon Cable Systems Company II, L.P.; Falcon Cablevision, a California Limited Partnership; Falcon Community Cable, L.P.; Falcon Community Ventures I, LP; Falcon First Cable of the Southeast, Inc.; Falcon First, Inc.; Falcon Telecable, a California Limited Partnership; Falcon Video Communications, L.P.; Helicon Partners I, L.P.; HPI Acquisition Co., L.L.C.; Interlink Communications Partners, LLC; Long Beach, LLC; Marcus Cable Associates, L.L.C.; Marcus Cable of Alabama, L.L.C.; Marcus Cable, Inc.; Midwest Cable Communications, Inc.; Pacific Microwave; Peachtree Cable TV, L.P.; Peachtree Cable T.V., LLC; Renaissance Media LLC; Rifkin Acquisition Partners, LLC; Robin Media Group, Inc.; Scottsboro TV Cable, Inc.; Tennessee, LLC; The Helicon Group, L.P.; Tioga Cable Company, Inc.; and Vista Broadband Communications, LLC.

Creditors of Charter Communications, Inc., et al., certain holders of the 11% Senior Secured Notes due 2015 issued by CCH I, LLC and CCH I Capital Corporation, and the 10.25% Senior Notes due 2010 and 2013 issued by CCH II, LLC and CCH II Capital Corporation (collectively, the “Crossover Committee”), and Paul G. Allen [Docket Nos. 945-948]; and upon all other pleadings, memoranda, declarations, and affidavits filed in connection with the Appeal Motions, the record of these chapter 11 cases, and the record of the hearing to consider the Appeal Motions; and this Court having jurisdiction over this matter; and venue of this proceeding and this Motion in this Court being proper; and the Court having found that the Movants and the Joining Parties failed to meet their burden to obtain the relief requested; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Objections are sustained.
2. The Stay Motions are denied.
3. The Certification Motions are denied.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
November 24, 2009

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge